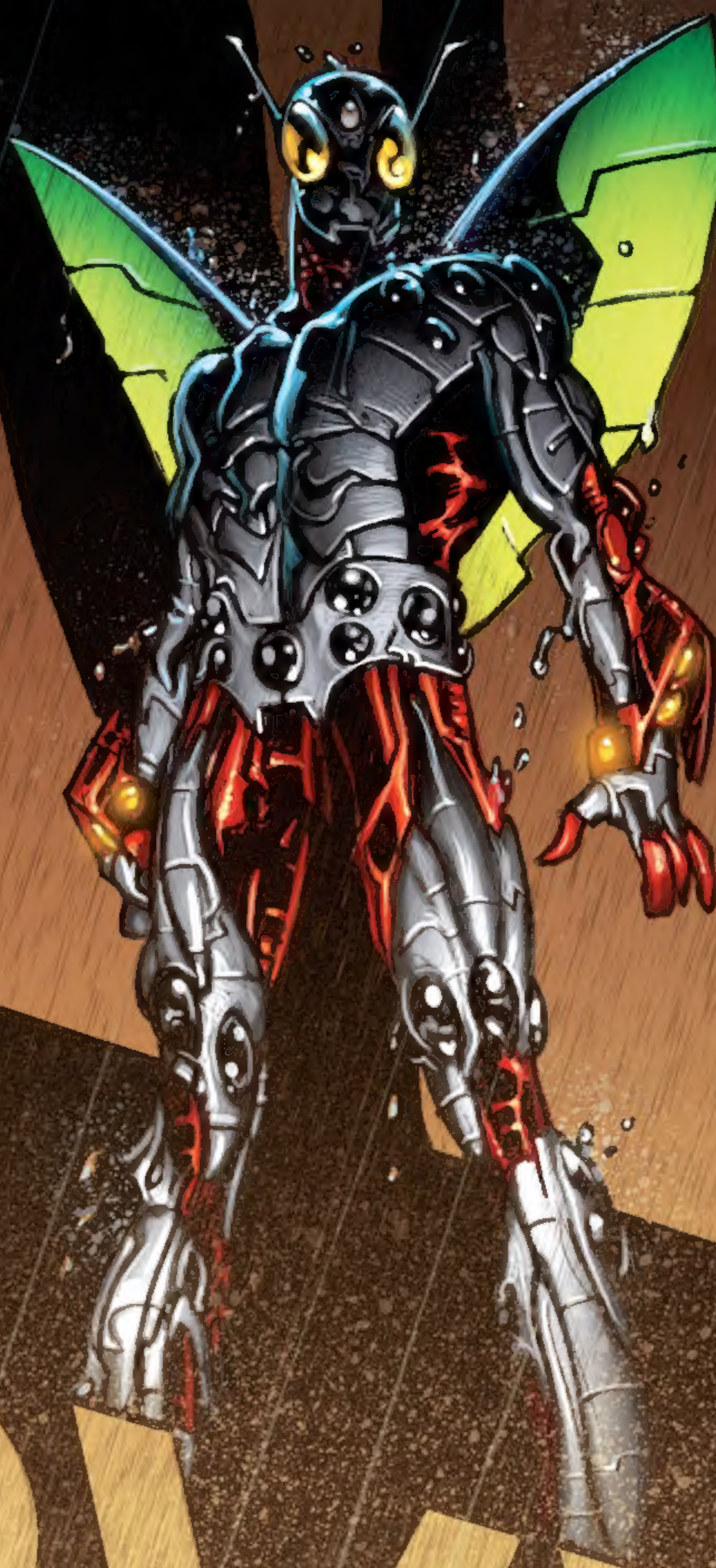


ULTIMATE SPIDER-MAN®

ISSUE
124



**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Months ago, Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who had turned himself into the monstrosity known as Venom.

Ten years ago, Peter and Eddie's fathers accidentally invented the chemical that transformed Eddie when they were looking for a biological cure for cancer.

Eddie is now a walking shell of a man being controlled by the insatiable monster within...and he has no idea why a bounty hunter named Silver Sable is after him.



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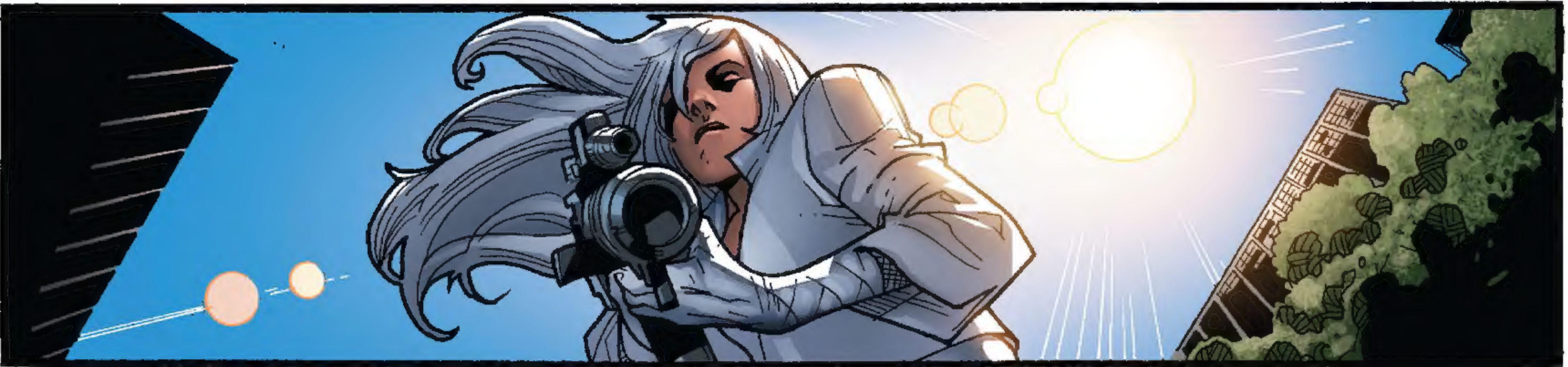
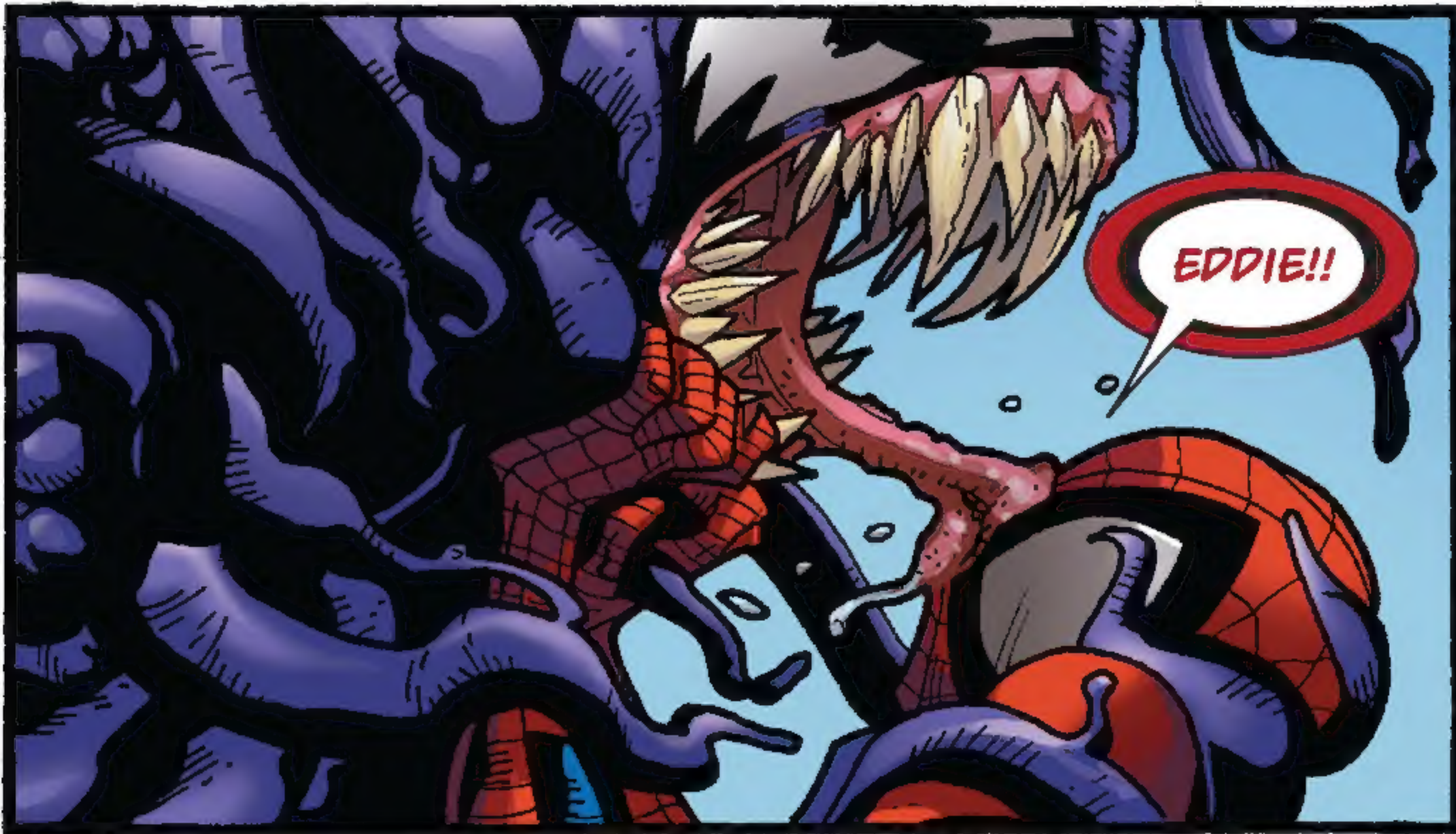
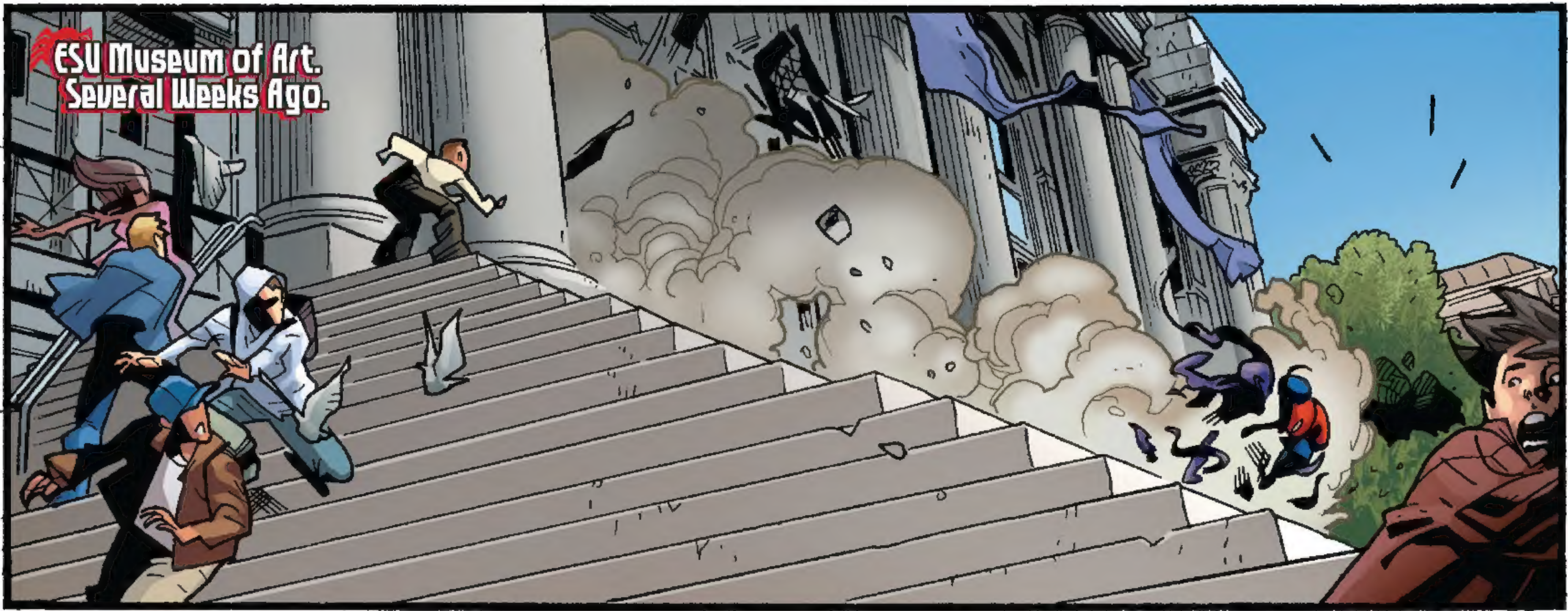
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Rosemann
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Ralph
Macchio
SENIOR EDITOR

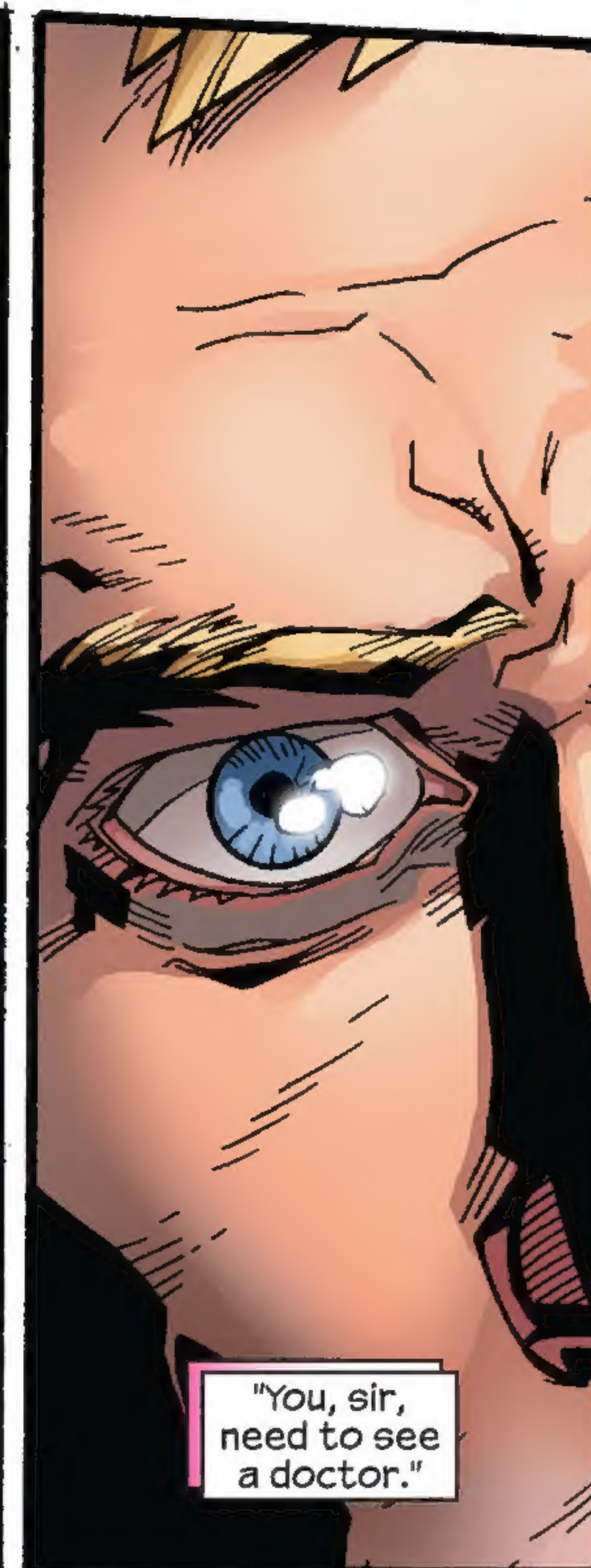
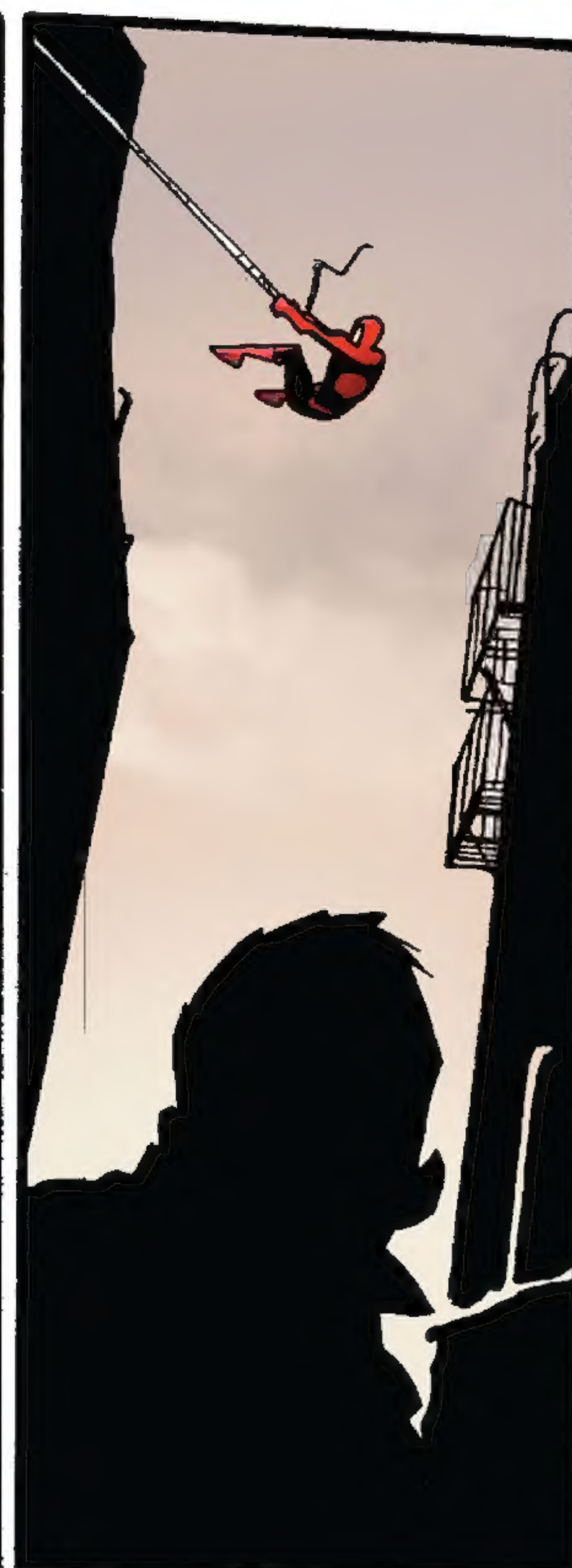
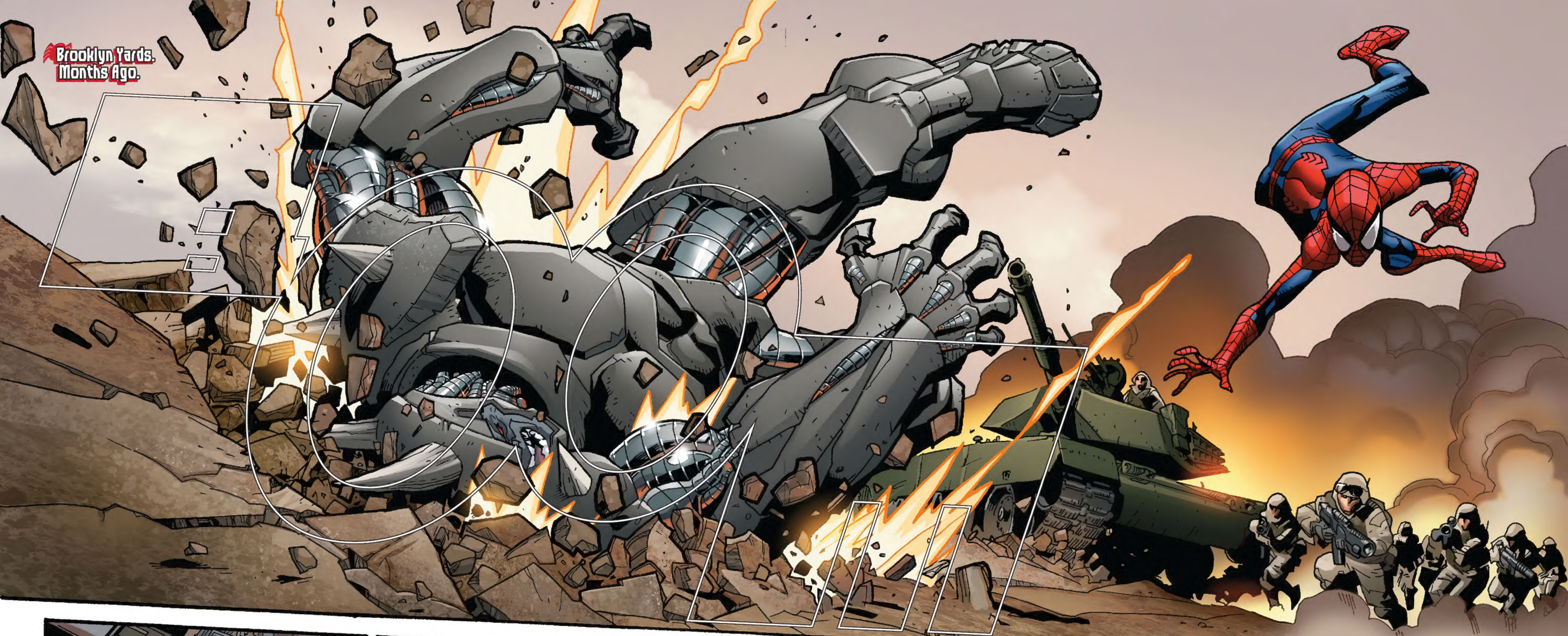
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Dan
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To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.



Brooklyn Yards.
Months Ago.



Midtown High School. Forest Hills, Queens.
The Next Day.

I'm okay *now*, MJ. The point of the story is I'm okay.
Sure.
I am. Look at me. I'm *stunning*.
As soon as I get my costume back--I'm back in the game.
I'm almost finished.
I wasn't hinting.
You were hinting. But, hmm, I'm wondering if I should even ask--
What?

How, *exactly*, do you get a hole in the butt of your costume?

Captain America, if memory serves, went through *all* of World War *TWO* yet seemed to be able to keep his butt *covered*.

Yeah, uh...

Hey, it happens.
You fight a big metal
Rhino guy...

It's
online.

What
is?

I'm
sorry.

My BUTT!!

Shh!

It's on TMZ.

No!

Amateur footage.

No!!

I'm so--

My whole butt?

Side cheek.

I'm sorry, as your friend I felt it was wrong not to tell you.

But now I want to get back to nagging you...

Please do.



You know... you never really looked into your unique situation.

I mean *medically*.

I know.

Maybe you *should*.

I think about it.

You *think* about it.



I mean, on top of the fact that you got bit by a *juiced-up* spider...

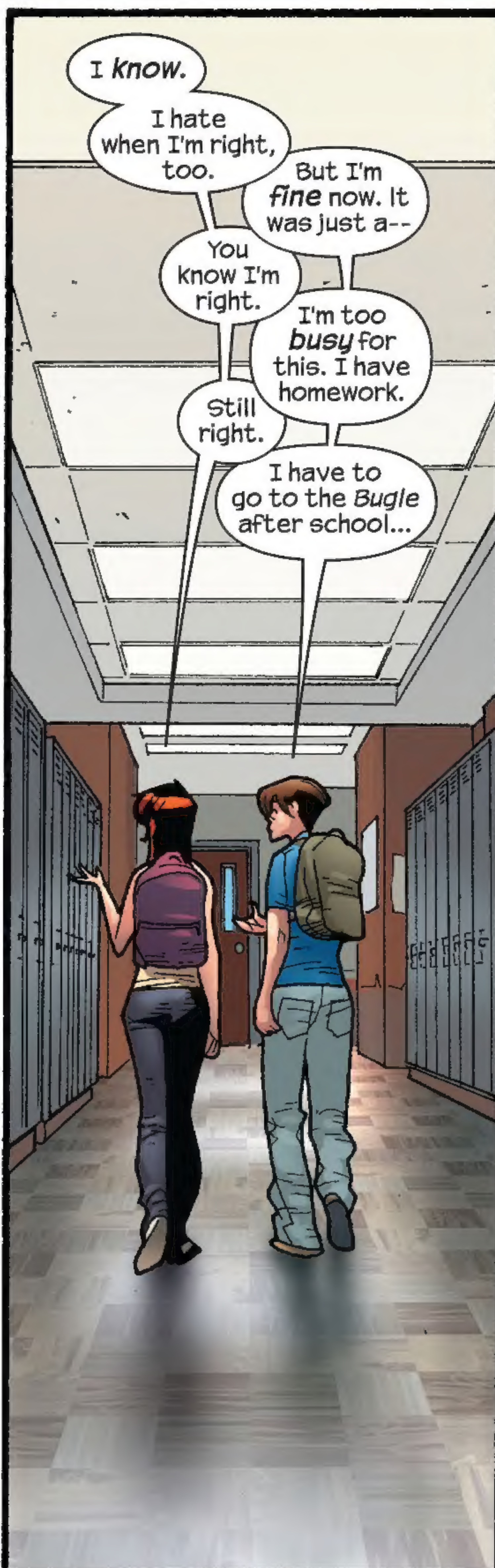
And who knows what the hell that did to you *really*...

I said I--

You've been tossed around, zapped with electricity...

You may need, like, a super-hero physical.

Ugh!



I know.

I hate when I'm right, too.

But I'm *fine* now. It was just a--

You know I'm right.

I'm too *busy* for this. I have homework.

Still right.

I have to go to the *Bugle* after school...



Uh-huh.

Mid-terms...

Sure.

Wow, I am so right.

Later That Night.

DAILY BUGLE

I'm fine!!

If I wasn't fine could I *do* this??

Why can't I just have a headache??

Why does *everything* with me have to be a *thing*??

Why can't I just have--

Okay...

FFSSSHHOOOOO

FFSSSHHOOOO

Uh... hello?

Hey, where'd
you get the
cool suit?

I have to
warn you about
the full face-
covering mask,
though.

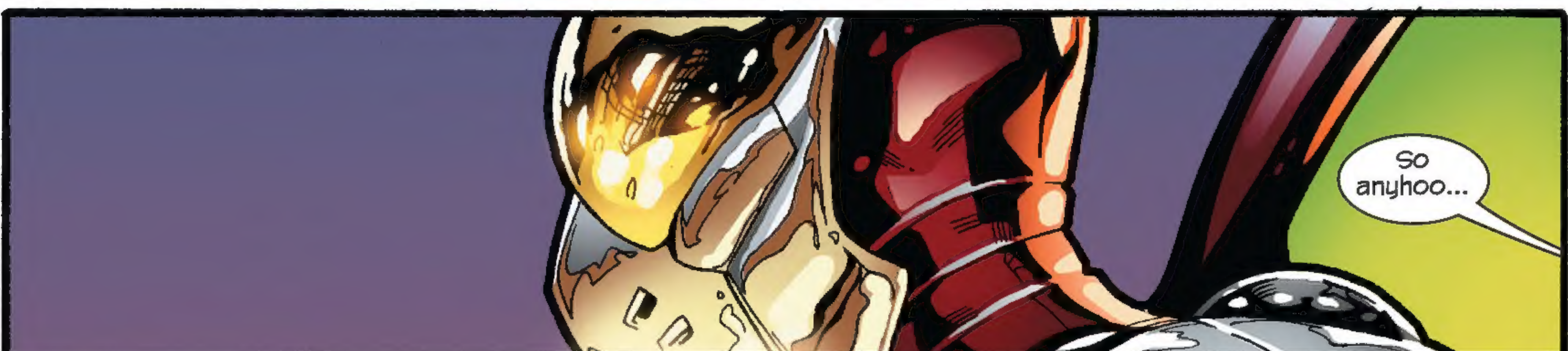
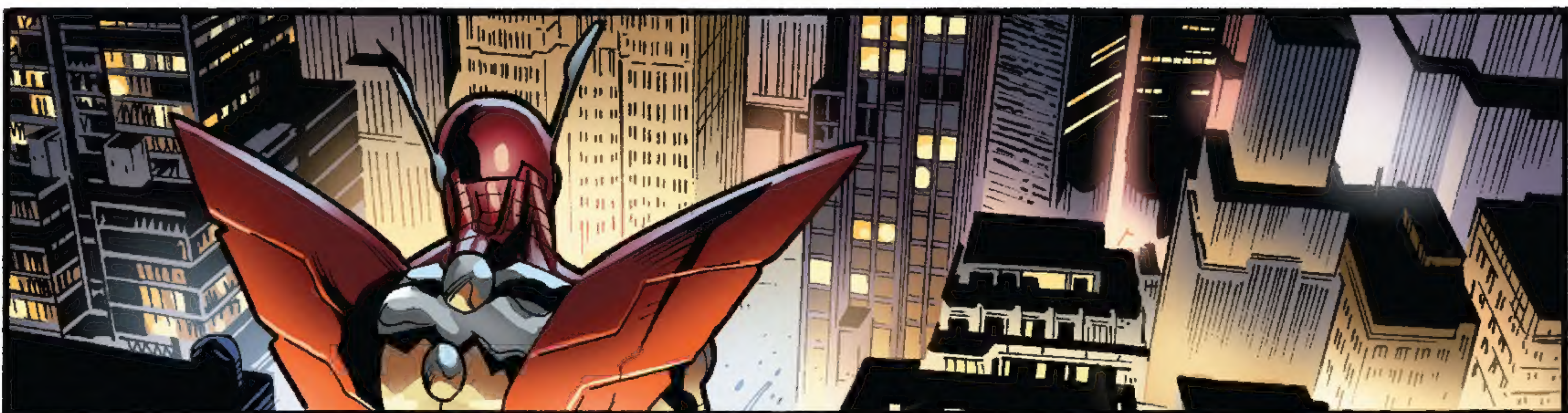
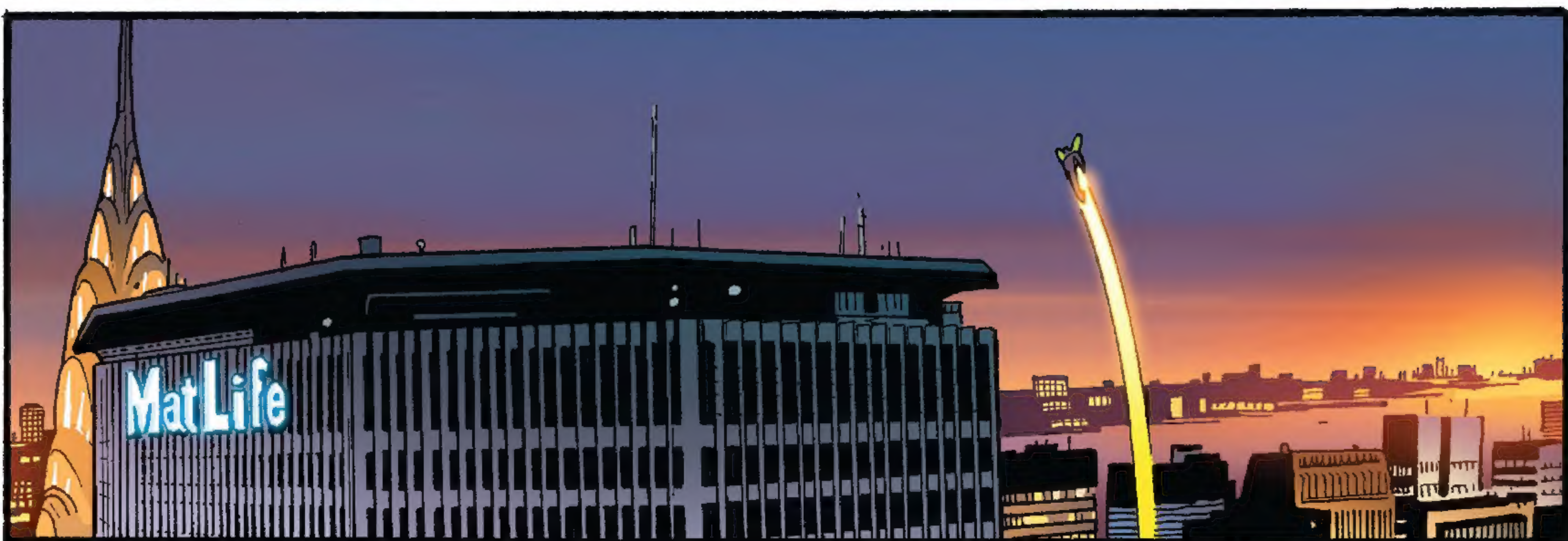
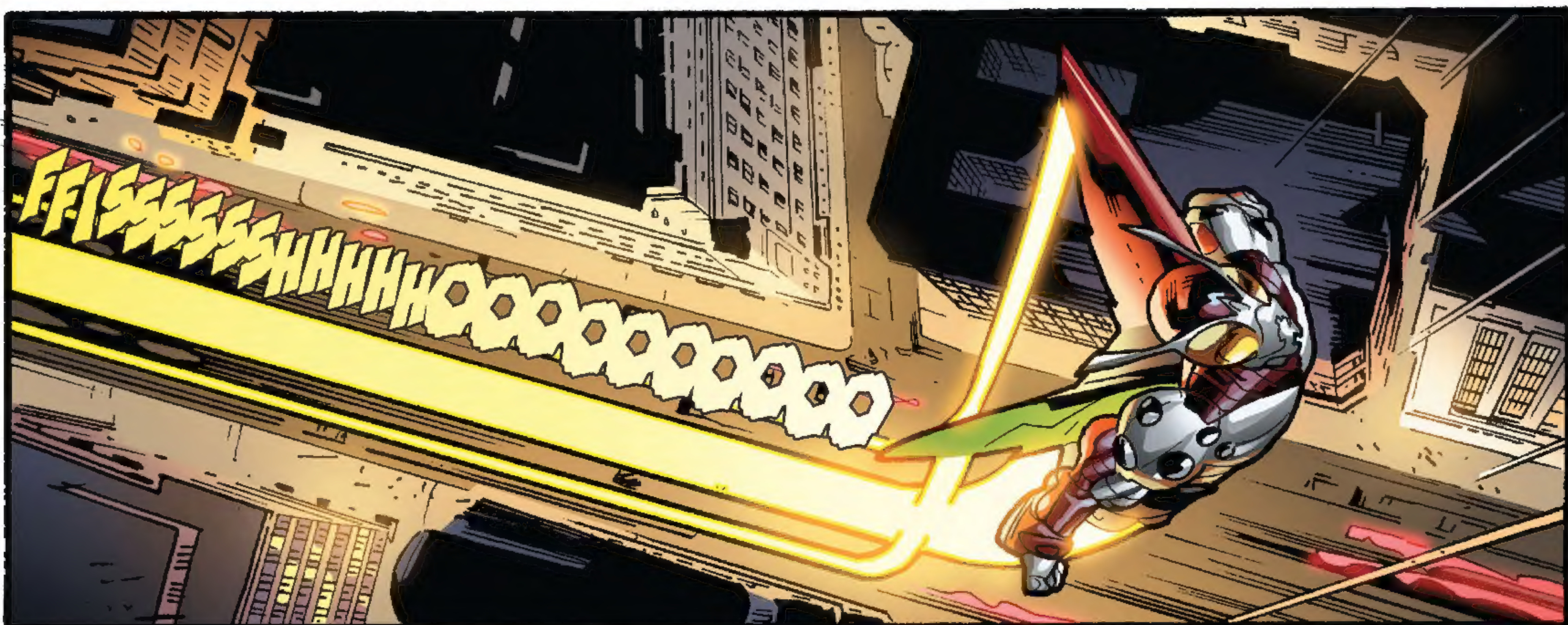
It doesn't
fill people with a
sense of trust.

People
instantly think
you're up to some
kind of mischievous
nonsense.

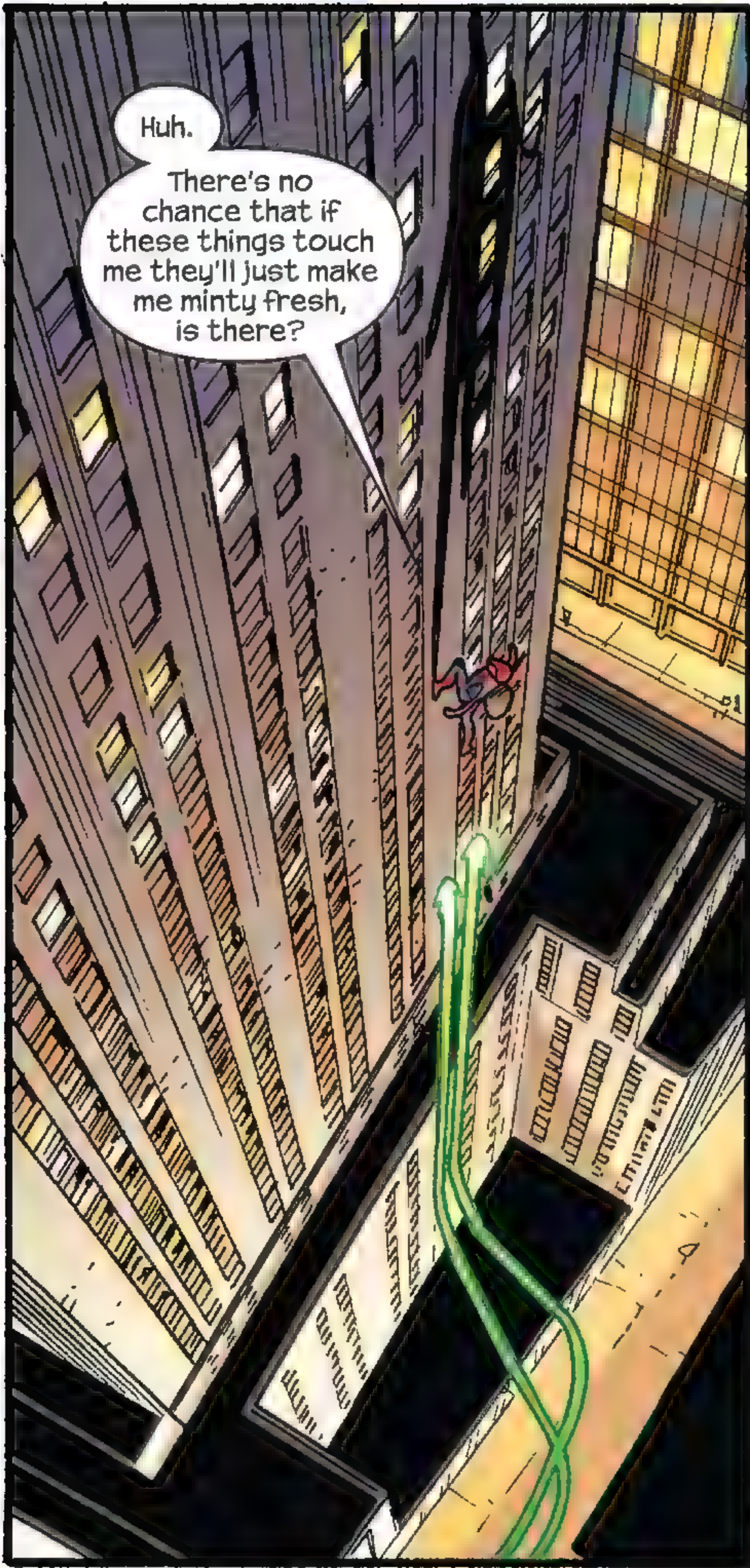
Not *me*, of
course.

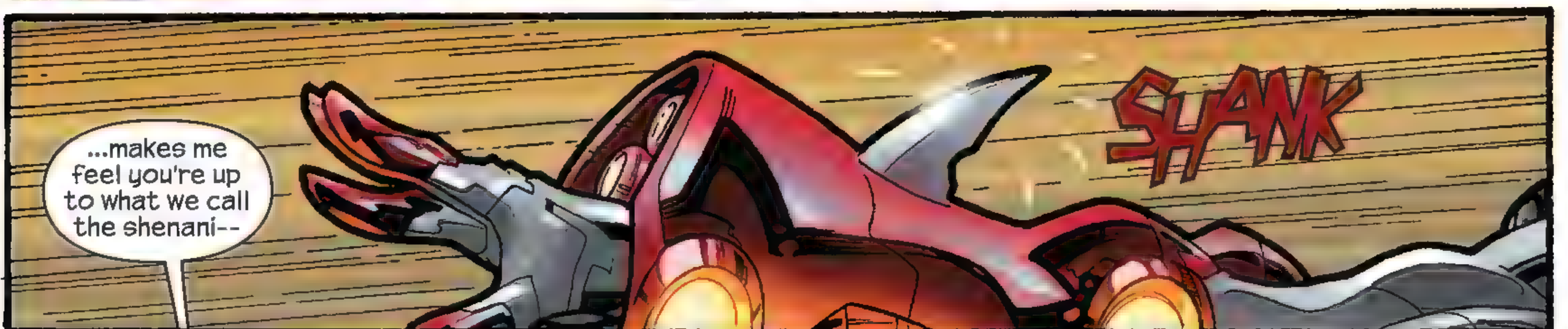
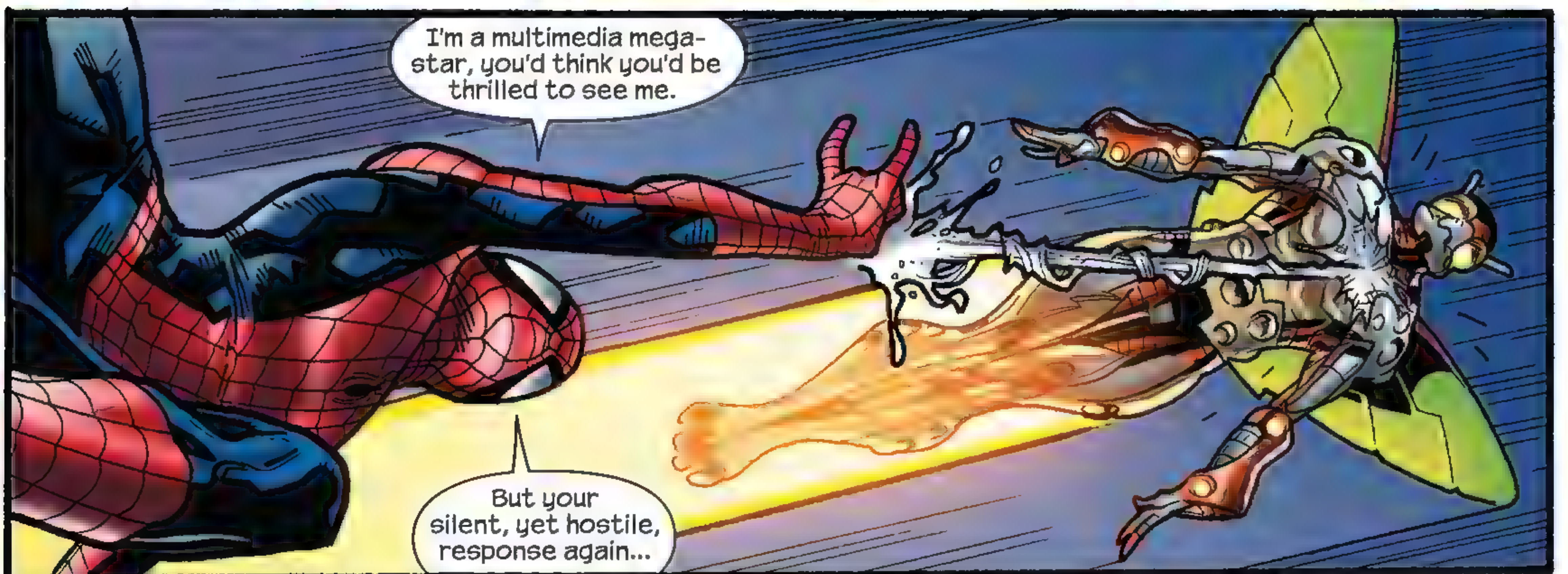
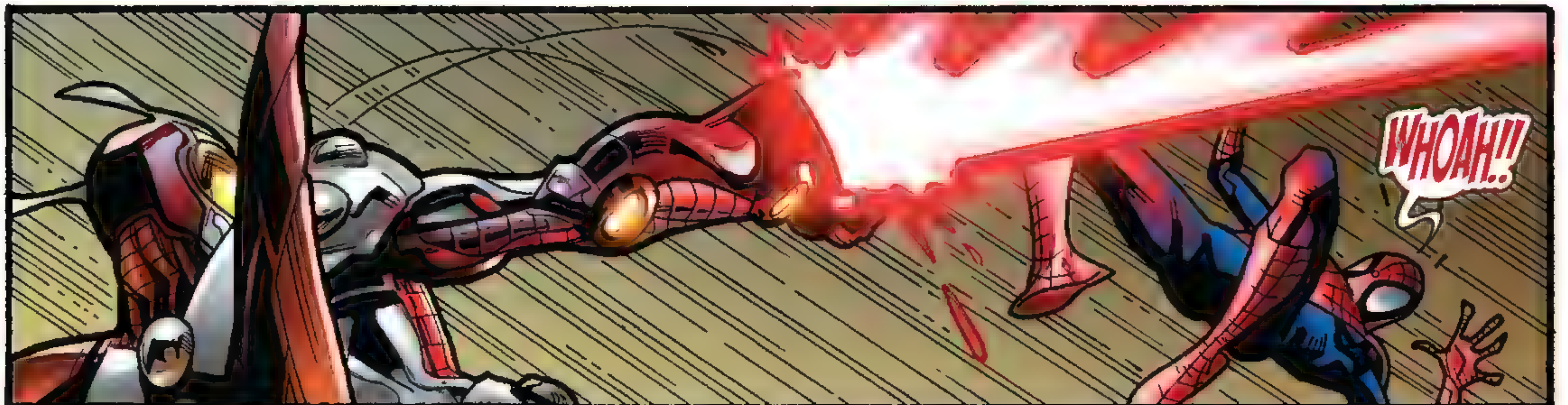
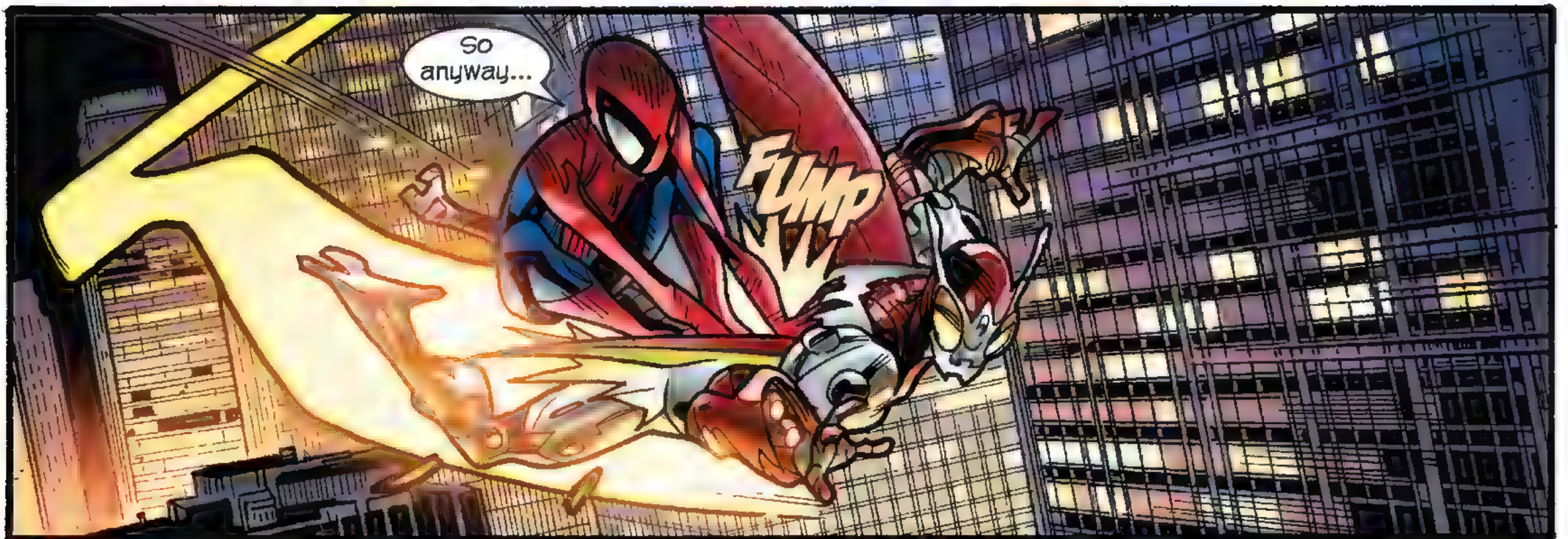
I always
say...

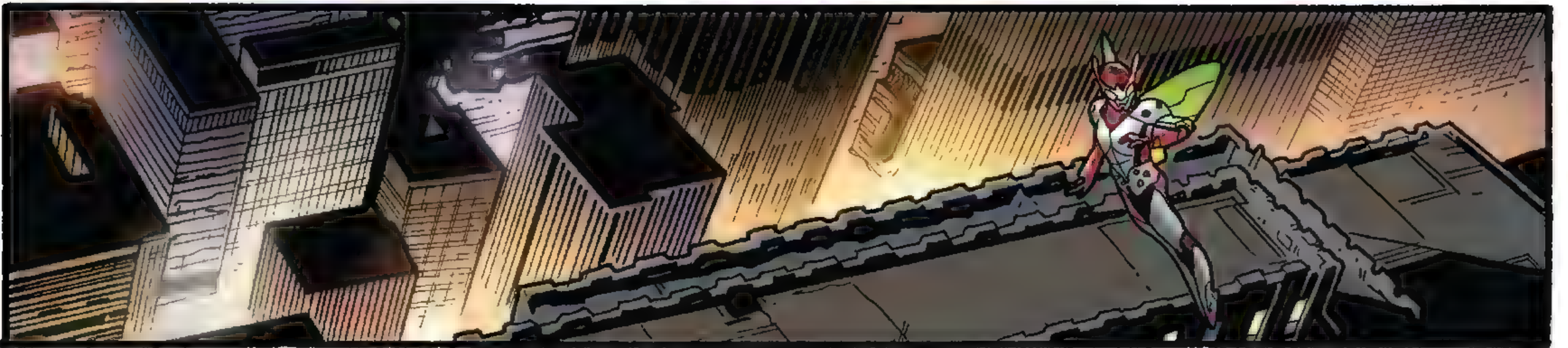
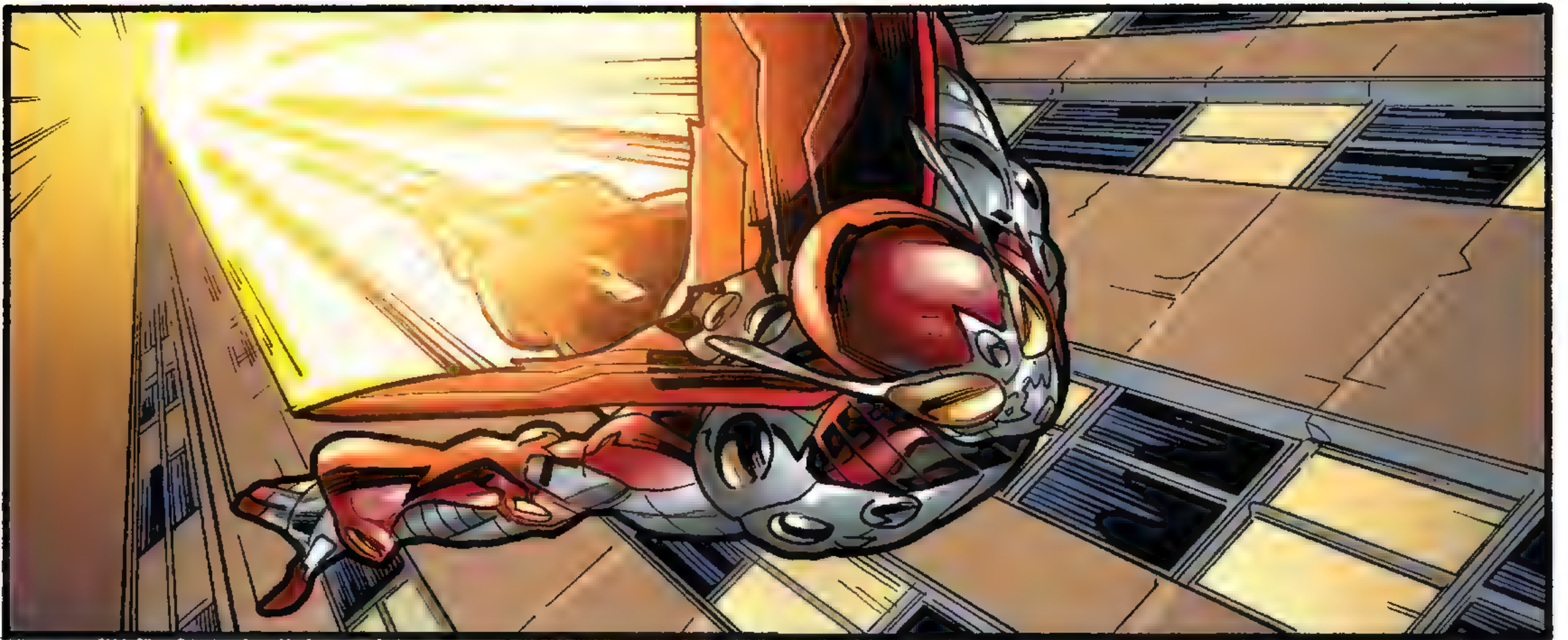
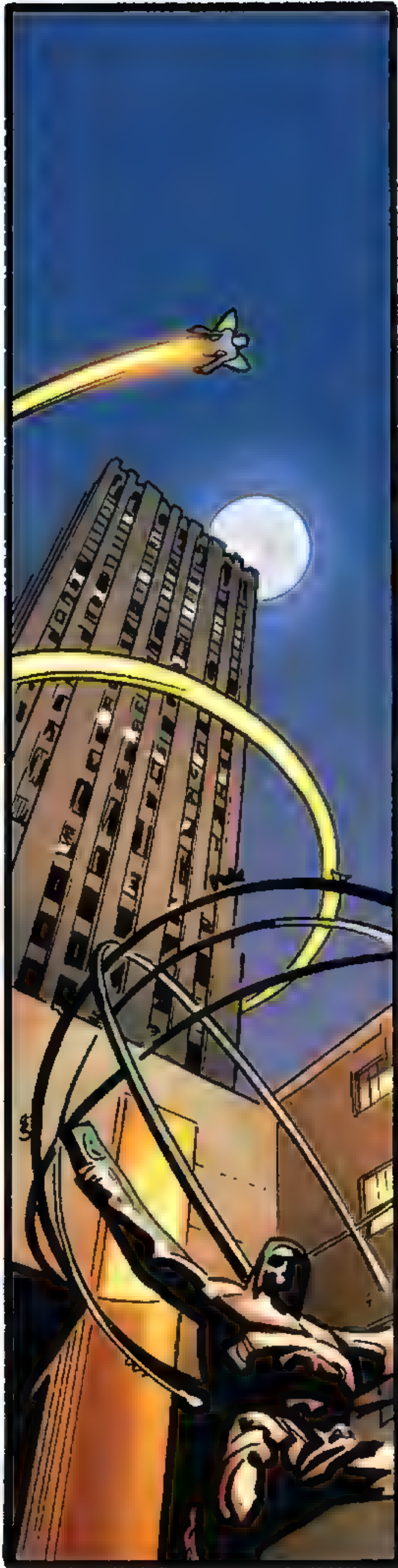


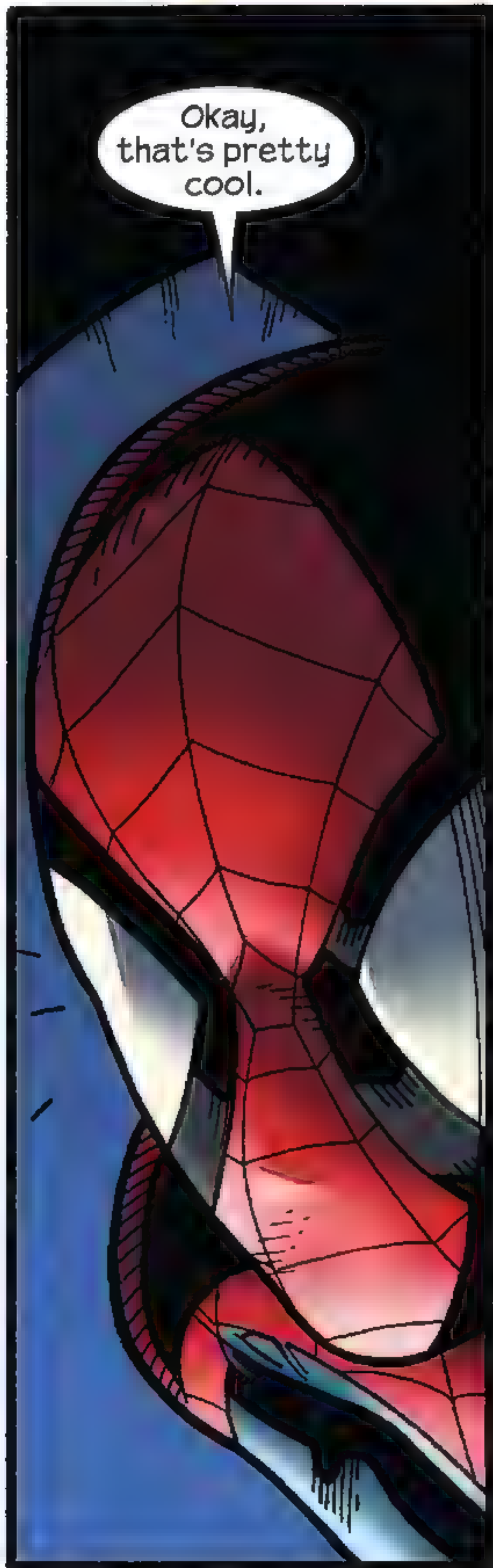
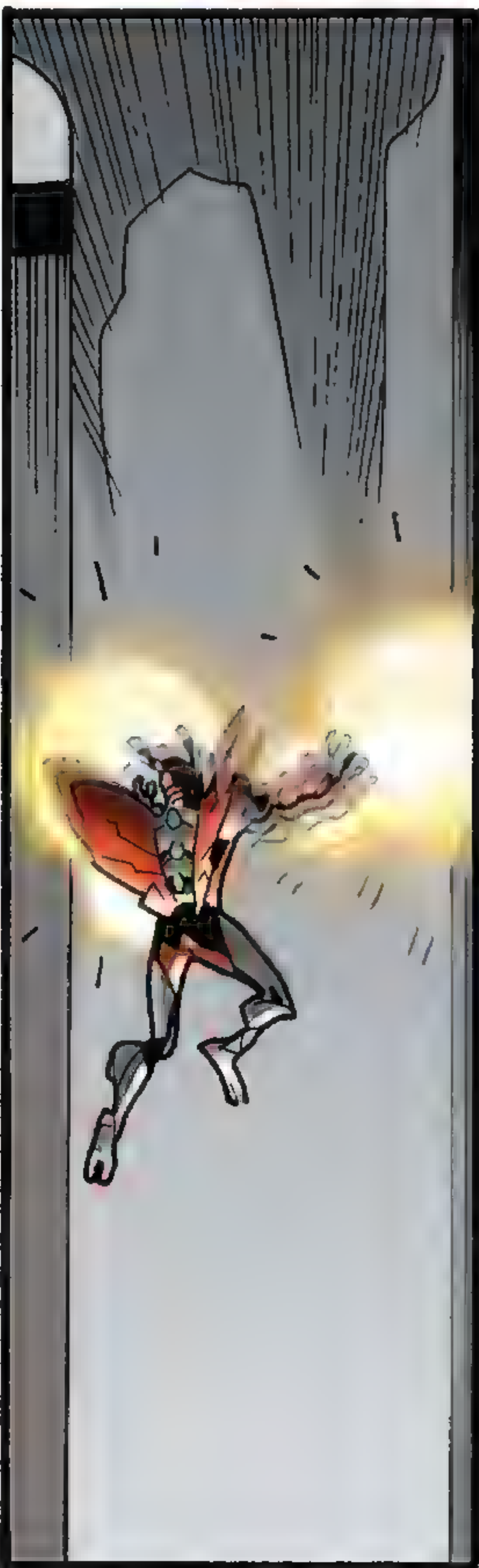
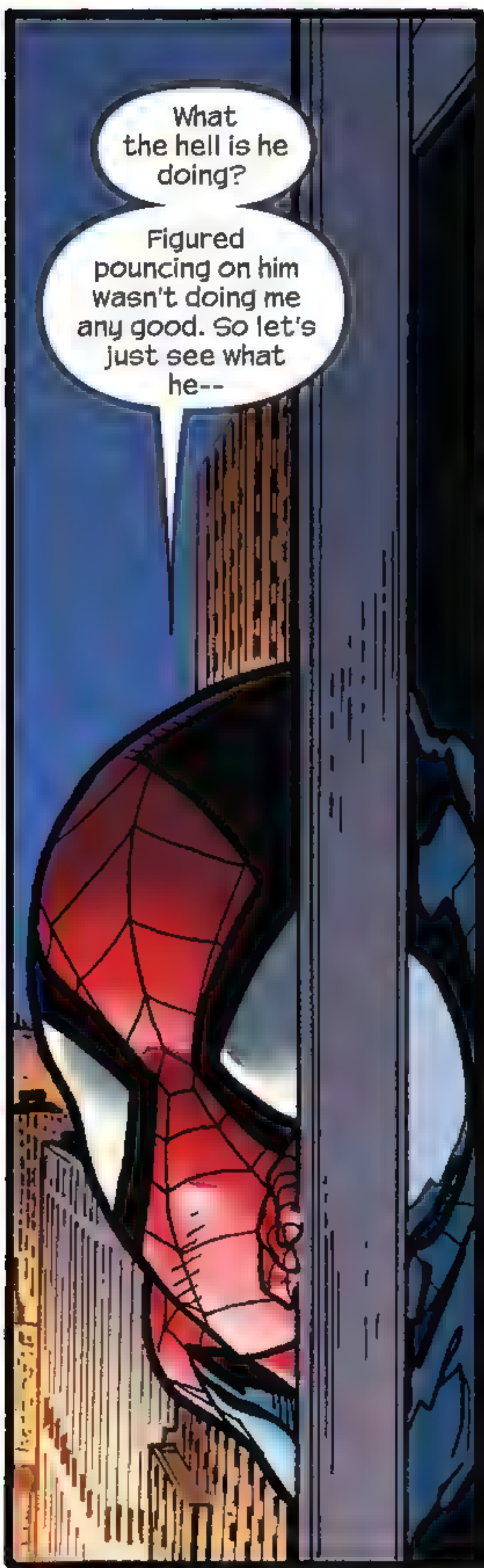
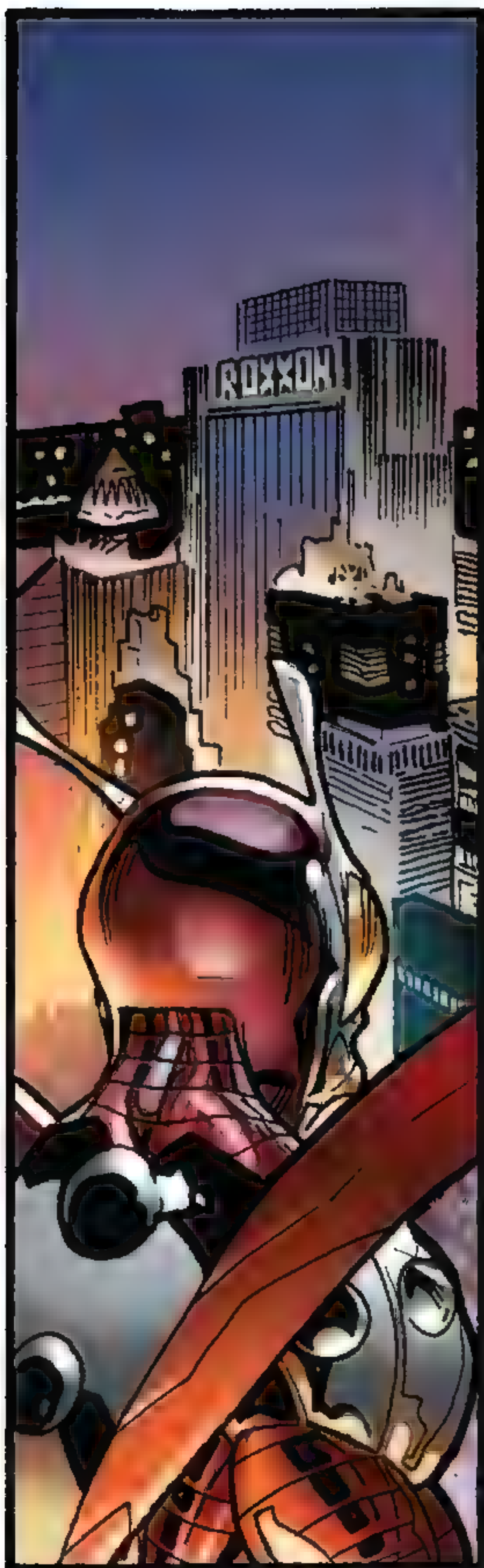


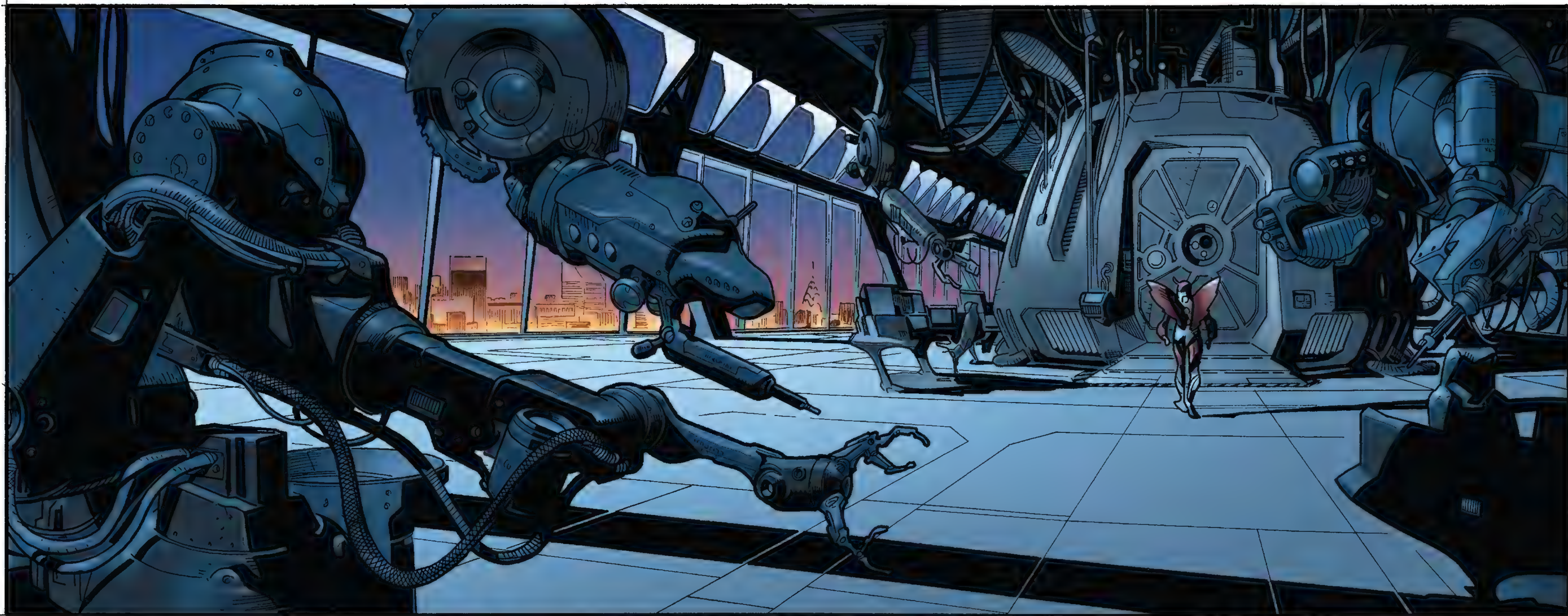


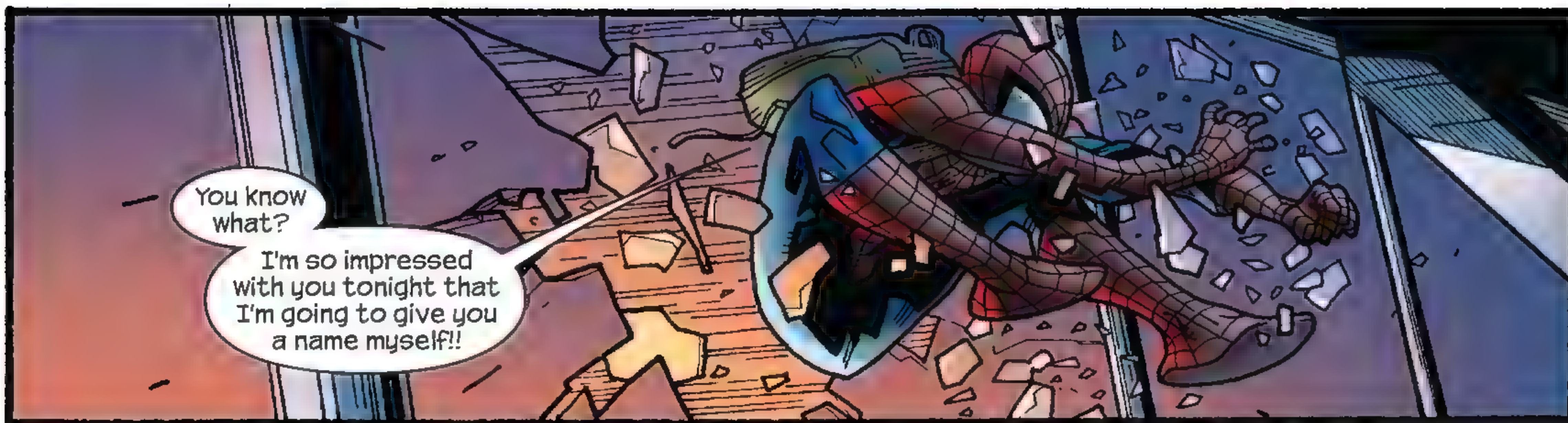






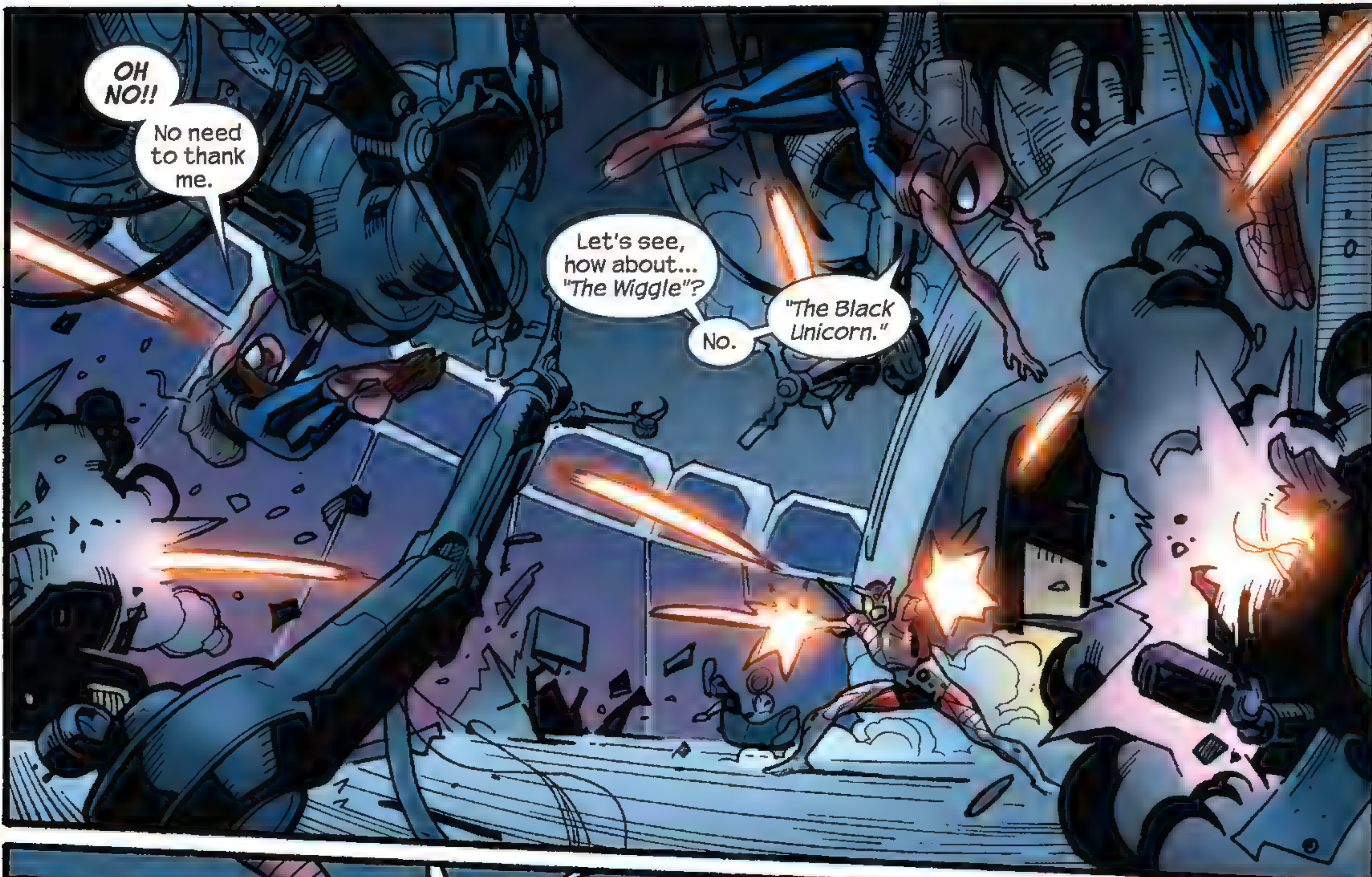






You know what?

I'm so impressed with you tonight that I'm going to give you a name myself!!



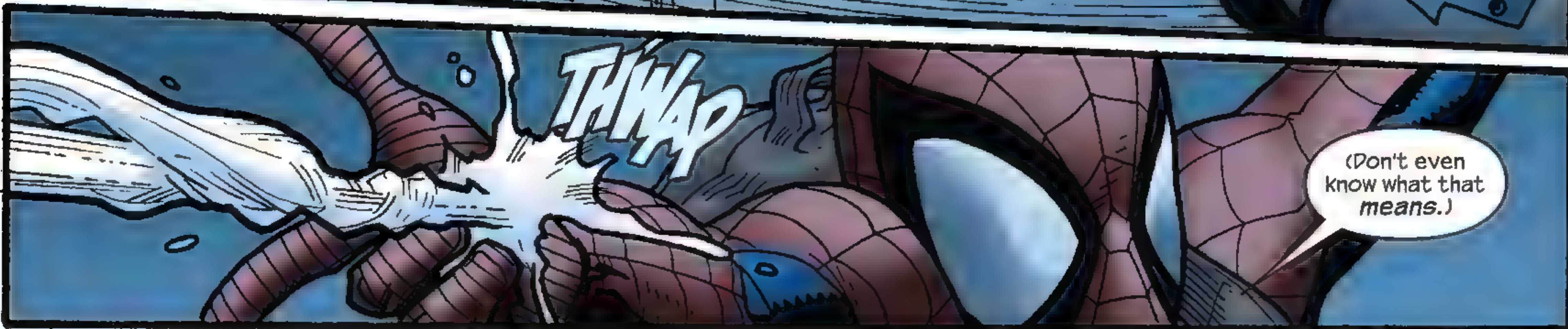
OH NO!!

No need to thank me.

Let's see, how about... "The Wiggle"?

No.

"The Black Unicorn."



THWAP

(Don't even know what that means.)



Whoaahhhhhh!!!

Hey, you dodged the webs. That's pretty good.

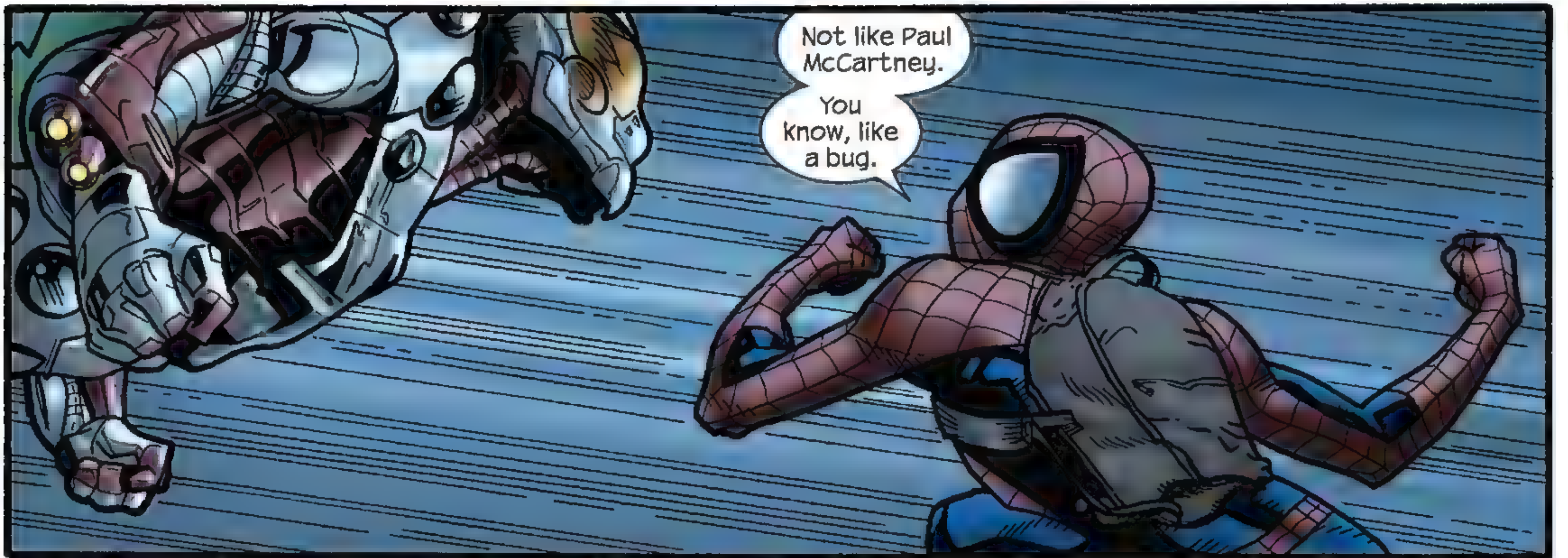
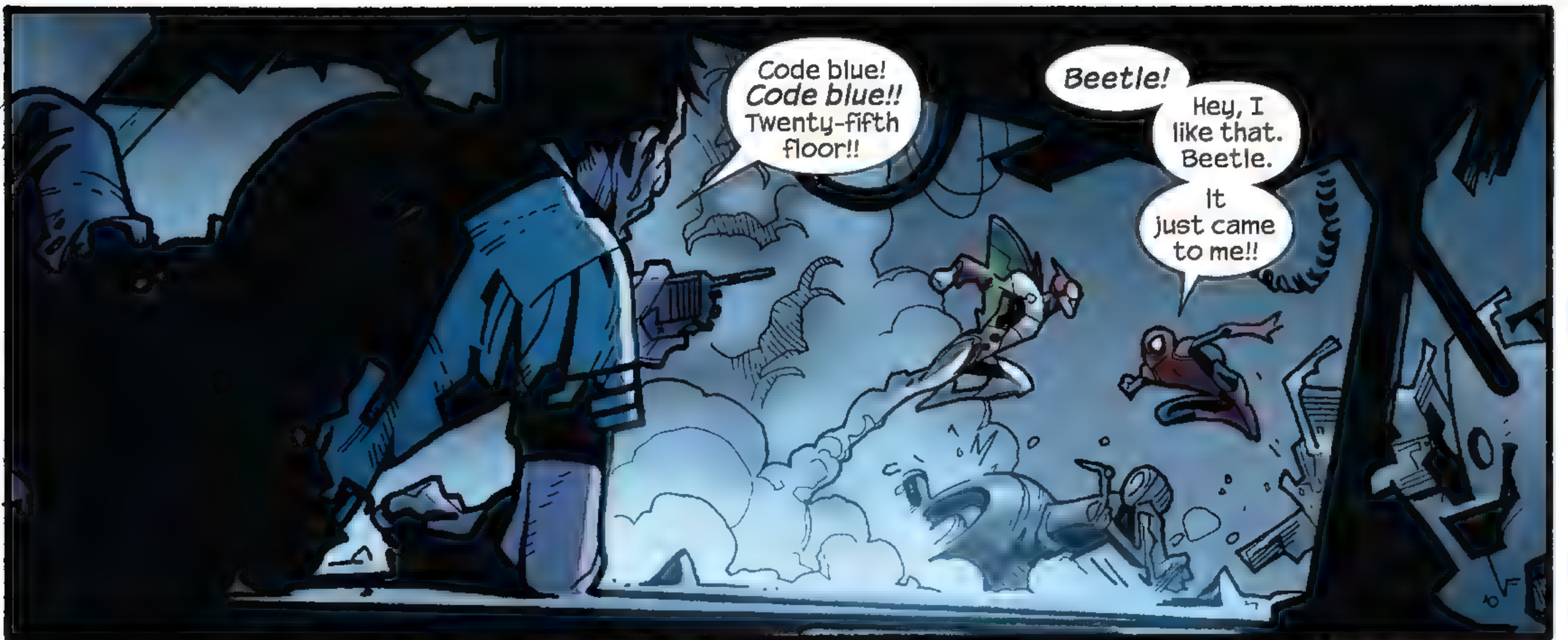


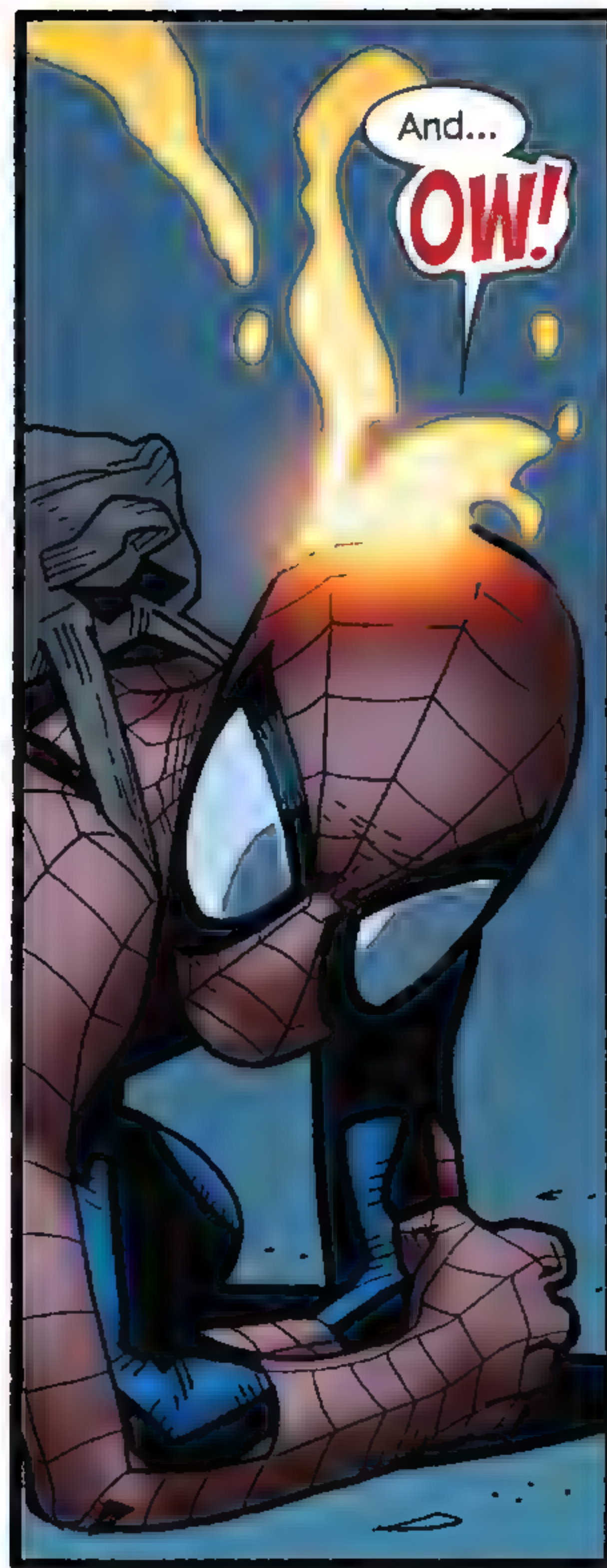
SPACK

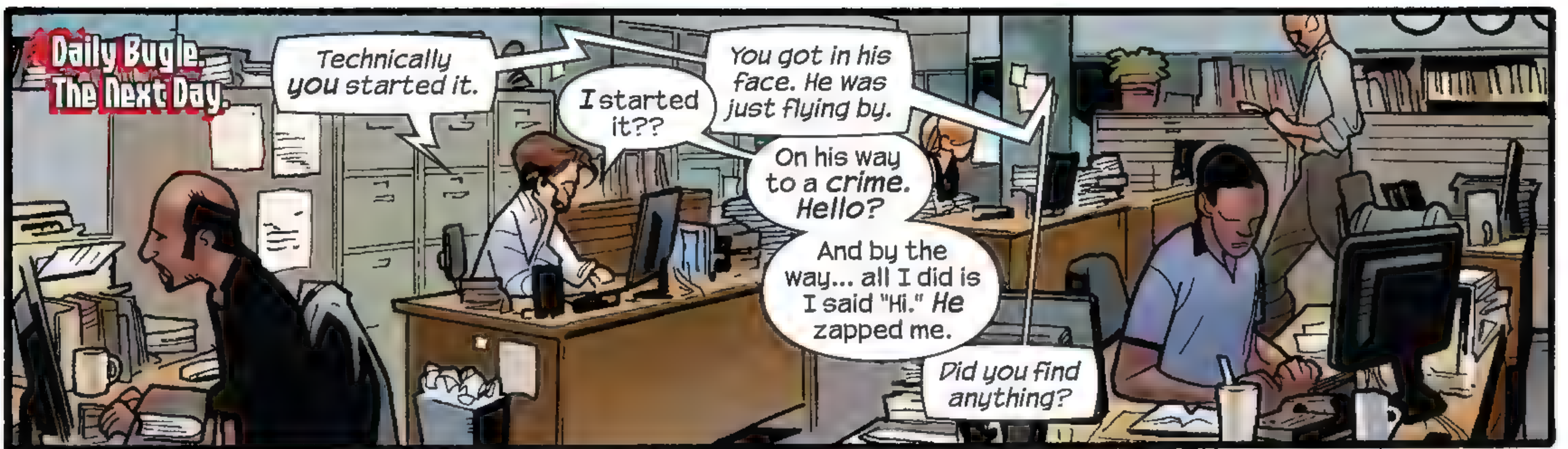


RASH











Kid.

What? You think because you're the great Nick Fury, top cop of the world, you can just come here where I work??

Uh, yeah.



'Kay.



Did the guy say anything?

Who?

The guy in the armor who beat the crap out of you last night?

It was more like a *draw*.

Uh-huh.



Say anything? No. But I'll tell ya, he had some pretty amazing toys.

Meh.

Who *was* he?

Don't know.

What did he want?

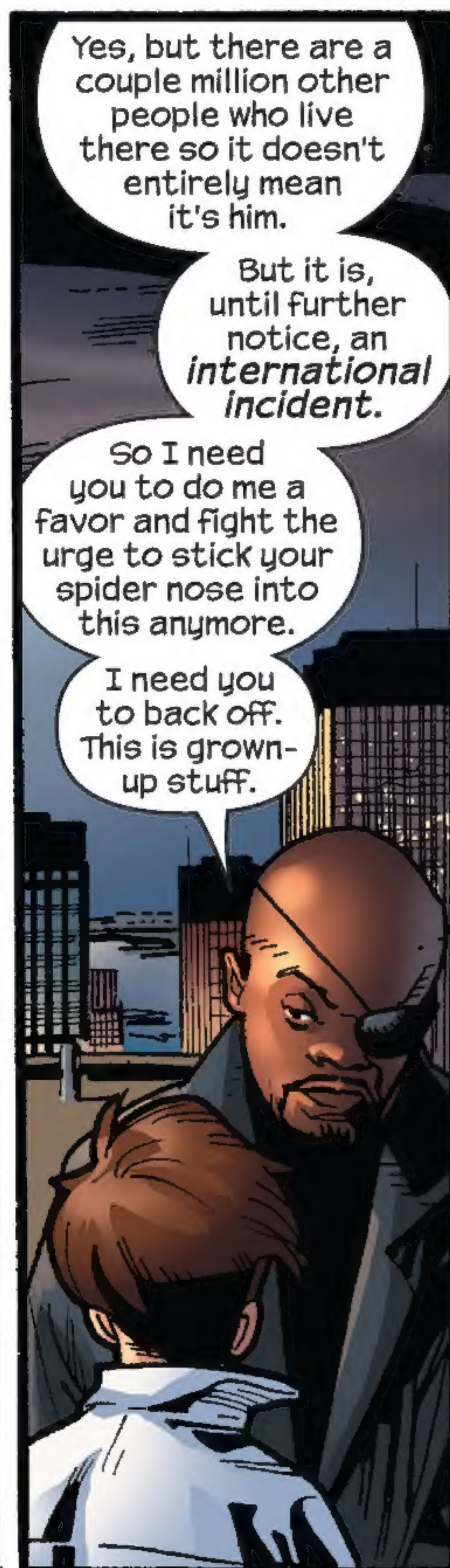
Don't know.

Yeah you do.

Listen.

Truth--I'm not exactly sure what this is, but I know it has to do with the country of Latveria.

Doctor Doom Latveria?

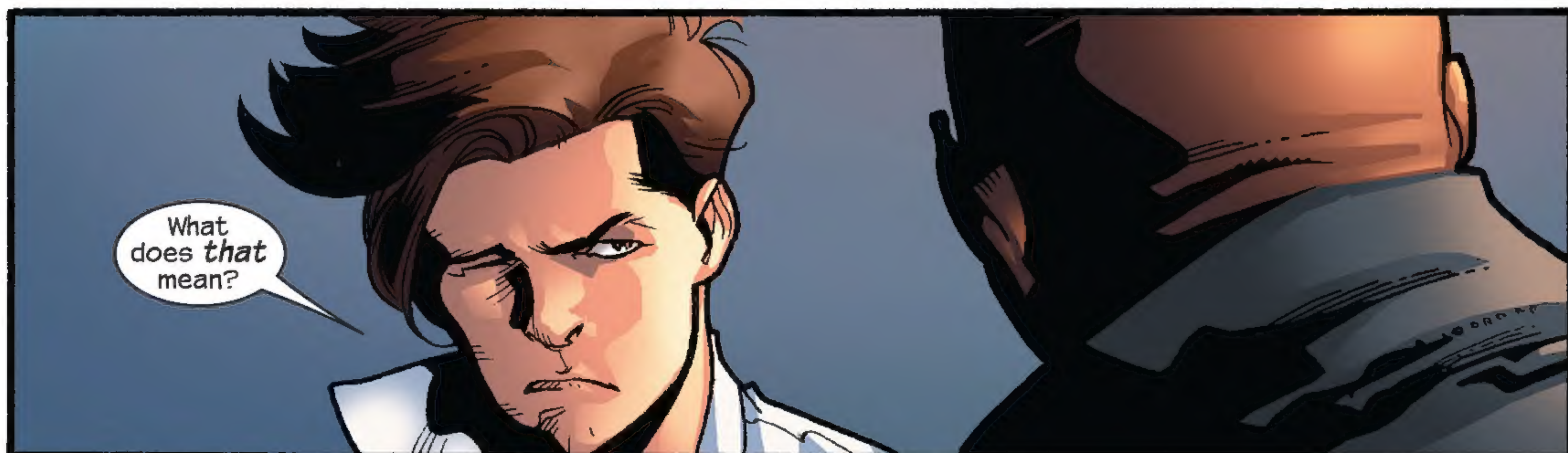


Yes, but there are a couple million other people who live there so it doesn't entirely mean it's him.

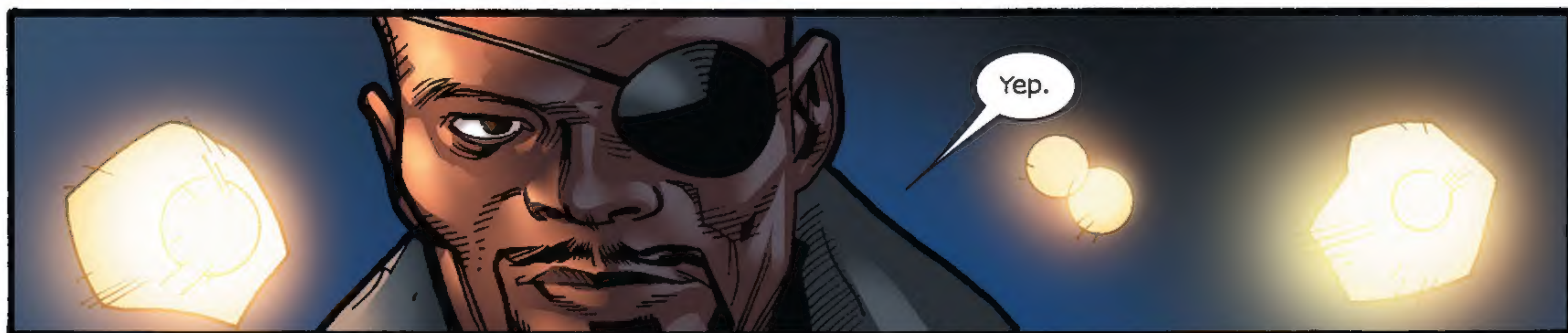
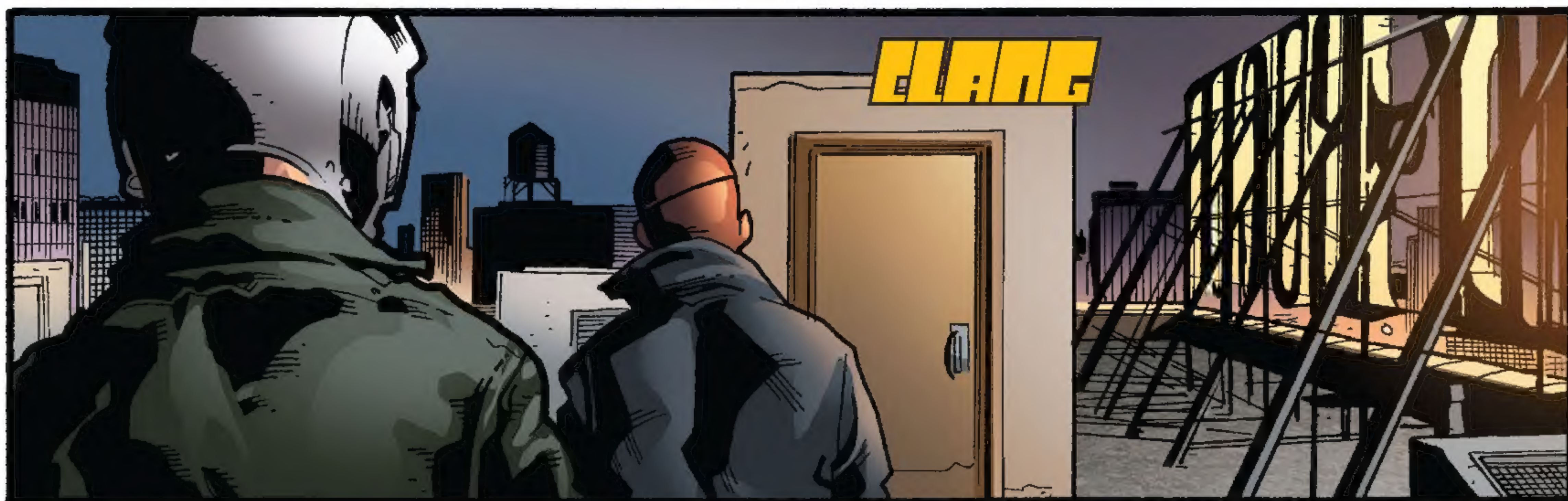
But it is, until further notice, an *international incident*.

So I need you to do me a favor and fight the urge to stick your spider nose into this anymore.

I need you to back off. This is grown-up stuff.



What does *that* mean?



ESU Museum of Art.
Several Weeks Ago.





SON OF

VULTURON